

# **Polaris Group**

## **Compensation Committee Charter**

### **薪資報酬委員會組織規程**

#### **Article 1**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Polaris Group (the "Company") is to assist the Board to strengthen the compensation policy and system for directors and managerial officers. Pursuant to Article 3 of the "Regulations Governing the Appointment and Exercise of Powers by the Compensation Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded over the Counter" (the "Regulations Governing the Exercise of Powers by the Compensation Committee"), the Company has established this Compensation Committee Charter (the "Charter").

#### 第1條

本公司薪資報酬委員會(以下簡稱本委員會)旨在協助董事會健全董事及經理人薪資報酬制度，爰依「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」(以下簡稱「薪資報酬委員會職權辦法」)第三條規定，訂定本薪資報酬委員會組織規程(以下簡稱「組織規程」)，以資遵循。

#### **Article 2**

Unless relevant laws and regulations or the Company's Memorandum and Articles of Association provide otherwise, the Committee shall comply with the Compensation Committee Charter when the Committee exercises its powers.

#### 第2條

本委員會之職權相關事項，除法令或章程另有規定外，應依本組織規程之規定。

#### **Article 3**

The Company shall publicize the Charter on the Company's website and the Market Observation Post System (MOPS).

### 第3條(公告備查)

本公司應將本組織規程之內容置於本公司網站及公開資訊觀測站，以備查詢。

### Article 4

The Committee shall perform its official powers professionally and objectively to evaluate the compensation policy and system for directors and managerial officers, and shall submit its recommendations for deliberation by the Board.

#### 第4條

本委員會之職能，係以專業客觀之地位，就本公司董事及經理人之薪資報酬政策及制度予以評估，並向董事會提出建議，以供其決策之參考。

### Article 5

The Committee shall comprise not fewer than three members. The members of the Committee shall be appointed by resolution of the Board, one of whom shall be the convener. The Committee members shall meet the requirements for the professional and independence qualifications in accordance with Articles 5 and 6 of the Regulations Governing the Exercise of Powers by the Compensation Committee.

#### 第5條

本委員會成員人數不得少於三人，由董事會決議委認之，其中一人為召集人。

本委員會成員之專業資格與獨立性，應符合薪資報酬委員會職權辦法第五條及第六條之規定。

### Article 6

The tenure of office of the Committee members shall be consistent with their tenure as directors of the Company.

When a member of the Committee is dismissed for any reason, resulting in there being fewer than 3 members, a Board meeting shall be held within 3 months of the date of occurrence of such event to appoint a replacement.

When there is any appointment of, or change in, a member of the Committee, the Company shall, within 2 days of the date of occurrence of such event, publicly announce and report it on the information reporting website designated by the competent authority.

#### 第6條

本委員會之任期與委任之董事會屆期相同。

本委員會之成員因故解任，致人數不足三人時，應自事實發生之即日起算三個月內召開董事會補行委任。

本委員會之成員於委任及異動時，公司應於事實發生之即日起算二日內於主管機關指定之資訊申報網站辦理公告申報。

### Article 7

The Committee shall exercise due care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the Board:

1. The Committee shall review the related articles in this Charter periodically. If any amendment is required, it shall be proposed for the Board's resolution.
2. The Committee shall prescribe and periodically review the performance review and compensation policy, system, standards, and structure for directors and managerial officers.
3. The Committee shall periodically evaluate and prescribe the compensation of directors and managerial officers.

When performing the official powers of the preceding paragraph, the Committee shall follow the principles listed below:

1. The related regulations should be followed and the compensation should be sufficient to retain talented personnel.
2. With respect to the performance assessment and compensation of directors and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between compensation and individual performance, the Company's business performance, and future risk exposure.

3. It shall not produce an incentive for the directors or managerial officers to engage in activities with excessive risks that the Company may tolerate in order to pursue compensation.
4. It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonus payout based on the short-term performance of its directors and senior management and the time for payment of the variable part of compensation.
5. A member of the Committee shall recuse himself or herself from participating in agenda items that involve personal compensation.

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with that of compensation for directors and managerial officers as set out in the Regulations Governing Information to be published in Annual Reports of Public Companies.

If decision-making and handling of any matter relating to the compensation of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the Board of the Company, the Committee shall provide recommendations before the matter is submitted to the Board for deliberation.

## 第7條

本委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論：

- 一. 本委員會應定期檢討組織規程相關事項，提供董事會修正。
- 二. 本委員會應訂定並定期檢討董事及經理人績效評估與薪資報酬之政策、制度、標準與結構。
- 三. 本委員會應定期評估並訂定董事及經理人之薪資報酬。

本委員會履行前項職權時，應依下列原則為之：

- 一. 確保公司之薪資報酬安排符合相關法令並足以吸引優秀人才。
- 二. 董事及經理人之績效評估及薪資報酬應參考同業通常水準支給情形，並考量與個人表現、公司經營績效及未來風險之關聯合理性。
- 三. 不應引導董事及經理人為追求薪資報酬而從事逾越公司風險未納之行為。

四. 針對董事及高階經理人短期績效發放紅利之比例及部分變動薪資報酬支付時間，應考量行業特性及公司業務性質予以決定。

五. 本委員會成員對於其個人薪資報酬之會議事項，應予迴避。

前兩項所稱薪資報酬，包括現金報酬、認股權、分紅入股、退休福利或離職給付、各項津貼及其他具有實質獎勵之措施；其範疇應與公開發行公司年報應行記載事項準則中有關董事及經理人酬金一致。

本公司子公司之董事及經理人薪資報酬事項如依子公司分層負責決行事項須經本公司董事會核定者，應先經本委員會提出建議後，再提交董事會討論。

## **Article 8**

The Committee shall convene at least twice a year, with one meeting scheduled in the first half of the year and the other in the second half. In calling a meeting of the Committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time.

At least one independent director shall participate the Committee, and the members of the Committee shall elect an independent director to serve as the convener and meeting chair.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director member designated by the convener, or if there is no other independent director on the Committee, by another member elected by and from among the other members of the Committee.

### **第8條**

本委員會上半年及下半年至少分別召開一次，每年至少召開二次，召集時應載明召集事由，於七日前通知委員會成員。但有緊急情事者，不在此限。

本委員會成員至少有獨立董事一人參與，並由全體成員推舉獨立董事擔任召集人及會議主席；召集人請假或因故不能召集會議，由其指定委員會之其他獨立董事代理之；該召集人未指定代理人者，由委員會之其他成員推舉一人代理之。

## **Article 9**

The Committee meeting agenda shall be drawn up by the convener. Other members also may submit motions for deliberation by the Committee. The meeting agenda shall be provided to the Committee members in advance.

When the meeting of the Committee is held, the Company shall provide an attendance book for signature by the members attending the meeting and thereafter made available for reference. The Committee members shall attend the Committee in person; a member who cannot attend in person may appoint another member to attend as their proxy. Attendance via video-conference is deemed as attendance in person.

A Committee member appointing another member to attend the Committee meeting in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the reasons for the meeting.

A proxy under paragraph 3 may accept a proxy from one person only.

### 第9條

本委員會會議議程由召集人訂定，其他成員亦得提供議案供委員會討論。會議議程應事先提供予委員會之成員。

本委員會召開時，公司應設簽名簿供出席成員簽到，並供查考。

本委員會之成員應親自出席委員會，如不能親自出席，得委託其他成員代理出席；以通訊或視訊參與會議者，視為親自出席。

本委員會成員委託其他成員代理出席委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。

第三項代理人，以受一人之委託為限。

## **Article 10**

A resolution of the Committee shall require the approval of one-half or more of all of the members. The results of voting shall be made known immediately, and recorded in writing.

### 第10條

本委員會決議時，應有全體成員二分之一以上同意。前項表決之結果，應當場報告，並做成紀錄。

## **Article 11**

Discussions at the Committee meeting shall be included in the meeting minutes, which shall faithfully record the following :

1. Session, time, and place of meeting.
2. Name of meeting chair.
3. Attendance of members at the meeting, specifying names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as a nonvoting participant.
5. Name of minutes taker.
6. Matters reported.
7. Agenda items: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member.
8. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion, and summarize the comments made by, and any objections or reservations expressed by, any Committee member, expert, or other person.
9. Other matters required to be recorded.

The attendance book forms a part of the minutes of each Compensation Committee meeting; if the Compensation Committee meeting is held via video conference, the video and recording tapes shall be part of meeting minutes.

The minutes of the Compensation Committee meeting shall bear the signature or seal of both the meeting chair and the minutes taker, and a copy shall be distributed to each member on the Committee within 20 days after the meeting and be carefully preserved as important Company records for five years; the production and distribution of the meeting minutes may be made in electronic form.

If litigation occurs regarding any matter resolved by the Committee before the above retention period expires, the relevant meeting minutes shall continue to be retained until the litigation is concluded.

第11條

本委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- 一. 會議屆次及時間地點。
- 二. 主席之姓名。
- 三. 成員出席狀況，包括出席、請假及缺席者之姓名與人數。
- 四. 列席者之姓名及職稱。
- 五. 紀錄之姓名。
- 六. 報告事項。
- 七. 討論事項：各議案之決議方法與結果、委員會成員之反對或保留意見。
- 八. 臨時動議：提案人姓名、議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、反對或保留意見。
- 九. 其他應記載事項。

本委員會簽到簿為議事錄之一部分；以視訊會議召開者，其視訊影音資料亦為議事錄之一部分。

議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送委員會成員，並應呈報董事會及列入公司重要檔案，且應保存五年；議事錄之製作及分發，得以電子方式為之。

前項保存期限未屆滿前，發生關於本委員會相關事項之訴訟時，應保存至訴訟終止為止。

## Article 12

The execution of tasks relating to matters resolved by the Committee may be delegated to the convener or other member or members of the Committee for follow-up and handling, and they shall make written reports to the Committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the Committee at the subsequent meeting.

### 第12條

本委員會之決議事項，其相關執行工作，得授權召集人或委員會其他成員續行辦理，並於執行期間向委員會為書面報告，必要時應於下一次會議提報委員會追認或報告。

## **Article 13**

The Committee may invite directors, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information.

The Committee may by resolution, at the cost of the Company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the Committee's powers.

第13條

本委員會召開時，得請本公司董事、相關部門經理人員、內部稽核人員、會計師、法律顧問或其他人員列席會議，並提供相關必要之資訊。

本委員會得經決議，委任律師、會計師或其他專業人員，就行使職權有關之事項為必要之查核或提供諮詢，其費用由公司負擔。

## **Article 14**

The Charter and any amendment thereto, shall be adopted by resolution of the Board.

第14條

本組織規程經董事會決議通過後施行，修正時亦同。